



BYLAWS

OF

DYKES ON BIKES® PORTLAND

AN OREGON PUBLIC BENEFIT CORPORATION



BYLAWS OF DYKES ON BIKES® PORTLAND AN OREGON BENEFIT CORPORATION

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BYLAWS OF DYKES ON BIKES® PORTLAND AN OREGON BENEFIT CORPORATION

ARTICLE 1: OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business will be maintained within the Portland Metro area in the State of Oregon.

SECTION 2. MAILING ADDRESS

The mailing address of the corporation shall be 2403 SE Monroe Street, Suite E, Milwaukie, OR 97222 or such other place as the Board of Directors shall direct from time to time.

ARTICLE 2: PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be: Dykes on Bikes Bikes® Portland is an organization committed to creating a local, national and international community of women motorcyclists and friends of women motorcyclists. Our mission is to support philanthropic endeavors in the lesbian, gay, bisexual, transgender and women's communities and beyond, and reach out to empower a community of diverse women through rides, charity events, Pride events and education.

ARTICLE 3: DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The corporation shall have a range of not more than six (6) and not less than three (3) Directors. The exact number required to serve shall be fixed within these limits by approval of the Board of Directors by a two-thirds majority vote of the Board. The number of Directors shall be fixed until modified by another two-thirds vote of the Board. The number range of Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.



SECTION 2. POWERS OF DIRECTORS

Subject to the provisions of the Oregon Nonprofit Corporation Act and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES OF DIRECTORS

A. It shall be the duty of the Directors to:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- 2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the corporation;
- 3) Supervise all Officers, agents and employees of the corporation to assure that their duties are performed properly;
- 4) Meet at such times and places as required by these Bylaws;
- 5) Register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof. Addresses may be street addresses, P.O. Boxes, or email addresses; Phone calls of notices of meetings are also valid notices thereof, except where the Corporations Code or these Bylaws require written notice.
- 6) To collectively monitor the use of the Trademark "Dykes on Bikes" and to grant or withhold the right to use the mark;
- 7) To uphold, practice, and implement in an orderly fashion all of the corporation's policies and procedures.

B. It shall be the duty of the Directors to interpret and enforce the Bylaws, rules, and regulations of this organization, and to promote the objectives and purposes of the organization effectively, prudently, and enthusiastically. Directors shall actively participate in fundraising and other organizational activities, and shall develop opportunities for the organization to expand its programs and activities. Directors shall conduct themselves ethically, and



uphold their duty of loyalty to the organization, as set forth in Oregon Nonprofit Corporation Act or successor statutes.

SECTION 4. QUALIFICATION, ELECTION, AND TERMS OF OFFICE OF DIRECTORS

- A. Any qualified person may be elected to the Board of Directors. To be qualified to serve as a Director, a person must, at a minimum:
- 1) Be a Patch Holder as defined in the corporation's policies and procedures as determined by the Board of Directors and updated by them from time to time; and
 - 2) Have attended six (6) months of meetings with no more than two (2) consecutive absences in the six-month period, or with approval from the Board.
- B. For the initial election of the Board of Directors, at the annual meeting following the adoption of these bylaws by the organizing members (see Article 13), all interested organizing members, provided they meet the above minimum qualifications, may stand for election to the Board. Election of Directors shall proceed by paper vote. A Director must receive a two-third majority vote. Once voting concludes, nominations for officer positions shall be accepted (see Article 4, Section 2).
- C. The Board of Directors may add other qualifications through the corporation's policies and procedures, but in no case shall the minimum qualifications be changed without an amendment to these Bylaws (see Article 9).

Once qualified, and if the qualified person wishes to serve, the Board will vote on whether to elect the candidate to the Board. A candidate may only become a Board member if a two-thirds majority of the Board votes in favor of the candidate joining the Board. The Board of Directors may fill vacancies on the Board pursuant to Article 3, Section 16.

SECTION 5. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article 4 of these Bylaws.

SECTION 6. PLACE OF MEETINGS



Meetings shall be held in Portland, Oregon at the place designated in the notice of the meeting or, if not stated in the notice or there is no notice, by resolution of the Board of Directors made sufficiently in advance that all Board Members are actually informed of where the meeting will be held. In the absence of such designation, any meeting not held in Portland shall be valid only if held on the written consent of two-thirds of the Directors given either before or after the meeting and filed with the Secretary of the corporation; or, after all Board members have been given written notice of the meeting as provided for in the corporation's policies and procedures for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

A. Regular meetings of Directors shall be held on the third Tuesday of each even month unless such day falls on a legal holiday, in which event the regular meeting shall be rescheduled by the Board of Directors. The Board of Directors may vote to change this regular meeting schedule at the annual meeting without need to amend the Bylaws.

B. The annual meeting of Dykes on Bikes® Portland shall be held no later than 120 days after the conclusion of the calendar year.

SECTION 8. SPECIAL MEETINGS – OR Requirements

Pursuant to the requirements of Oregon Nonprofit Corporation Act special meetings of the Board of Directors must be properly noticed. The Board shall establish a policy and procedure concerning who may call special meetings of the Board of Directors and how it shall be done.

SECTION 9. WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. QUORUM FOR MEETINGS



A. At all meetings of the Board of Directors, one third of the current Board of Directors' membership shall constitute a quorum for the transaction of business, provided that one-third is not less than two (2) Directors. If that is the case, then no fewer than two Directors shall constitute a quorum.

B. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or Bylaw, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

C. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

D. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

E. Minor decisions of the corporation may be made by a majority vote of the Directors or, between meetings, by the Executive Committee (see Article 5, Section 1) of the corporation. That committee or the chair of that committee, subject to review by the entire Board, may make decisions that lie within the delegated authority of a particular committee appointed by the Board pursuant to Article 5 below.

F. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Oregon Nonprofit Corporation Act, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material financial interest, and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.



SECTION 11. CONDUCT OF BOARD MEETINGS

A. Each Director on the Board of Directors shall be entitled to one (1) vote.

B. Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or is absent, by the next highest-ranking officer of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, if, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

C. Meetings shall be governed by respect and consideration for the opinions and ideas of all Board Members, with each having the opportunity to speak as they desire, though the President of the meeting may choose to limit the time each Director is allowed to speak to facilitate the efficient conduct of meetings. Each act or decision must be made with a formal motion, duly seconded by another Director. Directors may call for points of order, or ask for clarification of the motion or topic under discussion, and will be recognized and briefly answered before discussion continues, but may not use this privilege to obstruct the conduct of the meeting. The President may call for an end to discussion and a vote on the matter under discussion at any time after each Director who desires to be heard on the matter is heard at least once. These rules shall govern the conduct of the Board meetings so long as such rules are consistent with or not in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 12. ACTION BY TWO-THIRDS WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if two-thirds of the Members of the Board individually or collectively consent in writing to such action by a formal Board of Directors' poll. A formal Board of Directors' poll can only be taken via email or digital communication, if the reference line reads "Re: Formal Board of Directors' Poll," in person, or by phone. A deadline for response shall be given within the email. The deadline for response shall not be less than 48 hours. For the purposes of this Section only, "Members of the Board" shall not include any "interested director" as defined in the Oregon Nonprofit Corporation Act. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the two-thirds vote of the Directors. Any certificate or other document filed under any provision of law, which relates to action so taken shall state that the action was taken by two-thirds written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act.



Such statement shall be prima facie (e.g., self evident) evidence of such authority.

SECTION 13. REMOVAL

The Board of Directors may remove any Director with "Cause" at any time. "Cause" as used in this Section is defined as:

- 1) No longer being qualified to serve as a Director as such qualifications are set out in Article 3, Section 4;
- 2) Consistently disrupting meetings or engaging in personal attacks or verbal assault of Officers, Board members, volunteers, or other organizational participants, (a) after receiving a verbal/digital/communicated warning, and/or (b) after receiving a notice to remedy ("Notice to Remedy") such conduct from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital communication, to the Directors with the corporation;
- 3) Any repeated conduct that endangers the health or safety of any person or property, (a) after receiving a verbal/digital/communicated warning, and/or (b) after receiving a Notice to Remedy such conduct from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital/communication to the Director with the corporation.
- 4) Failure to remedy a violation based upon the corporation's policies or procedures, (a) after receiving a verbal/digital/communication warning, and/or (b) after receiving Notice to Remedy such violation from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital/communication to the Director with the corporation.

SECTION 14. RESIGNATION

Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect immediately after the date of receipt of such notice, the acceptance of such resignation shall not be necessary to make it effective. The Board member shall cooperate with the Board to effect an orderly transition of office. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board



of Directors relating to the employment of any officer of the corporation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

SECTION 15. VACANCIES

A. Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased by a vote of the Board.

B. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a licensed physician or by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the provisions of the Oregon Nonprofit Corporation Act. The Board of Directors may also declare vacant the office of a Director who has more than three (3) consecutive absences or more than five (5) absences total for the year without written notification.

C. This corporation is and shall not be a membership corporation.

D. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director.

E. A person appointed to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until that persons' death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

A. The personal liability of Directors for the debts, liabilities, or other obligations of the corporation shall be limited to the greatest degree permitted by law under the Oregon Nonprofit Corporation Act.

B. Any Director or Officer of the corporation against whom any claim arising from or related to their conduct within the scope of their duties as a Director or Officer has been filed in a court or administrative body, or who receives written notice that such a claim might be filed, may tender that claim to the corporation for a defense. The corporation shall consider the tender of defense in good faith and may, by a unanimous vote of the Board of Directors, agree to accept and pay for the defense of that Director or Officer



using counsel of the corporation's choosing, provided that the claim is directly related to the Director or Officer's good faith and reasonably prudent acts or omissions within the scope of their duties to the corporation. In the event the corporation rejects the Director or Officer's tender of defense, it shall have no further obligation to defend the Officer or Director, and that person shall have no further recourse to the corporation for a defense or any other costs or fees. Such tender and defense shall be conducted in accord with any Directors' and Officer's insurance policy in effect at the time of tender, if any. The corporation must consent to any settlement of any claim for which it accepts a defense.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

A. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the Oregon Nonprofit Corporation Act.

ARTICLE 4: OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the corporation shall be the President, Secretary, Treasurer, and Communications. The same person may hold any number of offices except that the President may hold only one office.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Officers shall be elected at the annual regular meeting of the Board of Directors. Election of Officers shall proceed by paper vote. An Officer must receive a two-



third majority of votes. The terms of office shall be for two (2) years, except for the term directly following the adoption of these Bylaws in which the the Interim Board shall serve a seven year term (7), as unanimously agreed upon. Thereafter the President and Treasurer shall serve for two (2) years, and other officers shall serve a one (1) year term to provide for staggered terms. In the event that an Officer becomes unable to serve, a new Officer shall be elected by a majority vote of the Board of Directors. Officers may be re-elected.

SECTION 3. REMOVAL OF OFFICERS

The Board of Directors may remove any Officer with "Cause" at any time. "Cause" as used in this Section is defined as:

- 1) No longer being qualified to serve as an Officer as such qualifications are set out in Article 3, Section 4;
- 2) Consistently disrupting meetings or engaging in personal attacks or verbal assault of Officers, Board members, volunteers, or other organizational participants, (a) after receiving a verbal/digital/communicated warning, and/or (b) after receiving a notice to remedy ("Notice to Remedy") such conduct from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital communication, to the Directors with the corporation;
- 3) Any repeated conduct that endangers the health or safety of any person or property, (a) after receiving a verbal/digital/communicated warning, and/or (b) after receiving a Notice to Remedy such conduct from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital/communication to the Director with the corporation.
- 4) Failure to remedy a violation based upon the corporation's policies or procedures, (a) after receiving a verbal/digital/communication warning, and/or (b) after receiving Notice to Remedy such violation from the President, who may act individually. Any Notice to Remedy must be written and delivered to the Director by personal delivery, first class mail, or email or digital/communication to the Director with the corporation.

SECTION 4. RESIGNATION



Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect immediately after the date of receipt of such notice, the acceptance of such resignation shall not be necessary to make it effective. The Board member shall cooperate with the Board to effect an orderly transition of office. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation. No Officer may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer can be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, the corporation's policies and procedures, or which the Board of Directors may prescribe from time to time. The President shall conduct all meetings of the Board of Directors and shall vote on all matters.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President. When the Vice President is performing the duties of the President, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, the corporation's policies and procedures, or which the Board of



Directors may prescribe from time to time. In the absence of the President, the Vice President shall preside at the meetings of the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- 1) Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date;
- 2) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- 3) See that all notices are duly given in accordance with the provisions of these Bylaws, the corporation's policies and procedures, or as required by law;
- 4) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;
- 5) Exhibit at all reasonable times to any Director of the corporation, or to Director's agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation;
- 6) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, the corporation's policies and procedures, or which the Board of Directors may prescribe from time to time;

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:



- 1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- 2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. All accounts shall be paid by check and pursuant to Article 6, Section 2, will require either one or two signatures, depending on the amount of the check;
- 3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- 4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;
- 6) Render to the President and Directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation;
- 7) Assume responsibility for the preparing of any and all papers pursuant to the tax exemption status of this corporation; and
- 8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, the corporation's policies and procedures, or which the Board of Directors may prescribe from time to time.

SECTION 10: DUTIES OF THE COMMUNICATIONS OFFICER

Communications Officer shall maintain and insure all technologies, including but limited to email/website/social media are operational and in good standing; and shall make recommendations to the board.

SECTION 11: DUTIES OF THE SERGEANT AT ARMS



Sergeant at Arms will maintain order at club meetings in particular, and club activities in general. Also ensure that members adhere to club rulings, policies, and expected models of conduct when dealing with other members or outsiders.

ARTICLE 5: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Officers of the corporation shall serve as a standing Executive Committee. Except as set out below, the Executive Committee may make any decision related to employees, if any, and may make minor daily operational decisions between meetings, subject to review of such decisions by the Board. The Board may delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- 1) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board members or of a majority of all of the Board members;
- 2) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- 3) The fixing of compensation of the Directors for serving on the Board or on any committee;
- 4) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- 5) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable;
- 6) The appointment of committees of the Board or the members thereof;
- 7) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- 8) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided the Oregon Nonprofit Corporation Act;
- 9) By a majority vote of its Board members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of the Executive Committee's members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings,



cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Board of Directors may appoint other standing committees as it may deem desirable and such committees shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. Non-board members may participate in such committees, but only Board members may vote and exercise the authority delegated to the committee by the Board. The Board may also designate "advisory committees" that may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.



SECTION 2. CHECKS AND NOTES

A. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed as follows:

B. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in an amount under TWO HUNDRED AND FIFTY DOLLARS (\$250.00) may be signed by any one Officer and

C. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in an amount equal to or over TWO HUNDRED AND FIFTY DOLLARS (\$250.00) must be signed by any two Officers.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of Oregon:

- 1) Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and



3) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the corporation's Board of Directors at all reasonable times during meetings.

SECTION 2. ANNUAL REPORT

A. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. This report shall contain the following information in appropriate detail:

- 1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- 3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- 4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- 5) Any information required by Section 6 of this Article.

B. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 3: ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS - CONFLICT OF INTEREST

A. This corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:



--Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest.

--Any Director or Officer of the corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or

--Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

B. The above statement need only be provided with respect to a transaction during the previous fiscal year involving ONE THOUSAND TWELVE HUNDRED AND FIFTY DOLLARS (\$1,250.00) or more or which was one of a number of transactions with the same persons involving, in the aggregate, ONE THOUSAND TWELVE HUNDRED FIFTY DOLLARS (\$1,250.00) or more.

C. Similarly, the statement need only be provided with respect to indemnifications or advances aggregating FIVE HUNDRED DOLLARS (\$500.00) or more paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the Directors pursuant to Section 5238(e)(2) of the Oregon Nonprofit Corporation Act.

D. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8: FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE 9: AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT



Subject to any provision of the Oregon Nonprofit Corporation Act applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

A. Subject to the power of the Directors to change or repeal these Bylaws under

Oregon, by approval of the Board of Directors a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (B) of this Section.

B. Amendments to the Bylaws or Articles of Incorporation of this organization may

only be made at the annual meetings of the Board of Directors, except in such cases as specified in the Bylaws of this organization. The annual meeting of the Board shall be the third Sunday of January, as specified above in Article 3, Section 8.

C. Amendments to the Bylaws to be voted on at the annual meeting shall be forwarded in writing to the Directors and Officers thirty (30) days prior to the annual regular meetings; and

D. An amendment shall be deemed adopted by a two thirds vote of all of the Directors present at an annual meeting duly held at which a quorum is present.

ARTICLE 10: AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

So long as there are no members of the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AT THE ANNUAL MEETING

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors only at the Board of Directors' annual meeting.

SECTION 3. CERTAIN AMENDMENTS TO THE ARTICLES OF INCORPORATION



Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement, which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the Oregon Nonprofit Corporation Act.

ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS & ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

A. No Director, Officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by law and these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

B. No "disqualified person" as defined under Section 4958 of the Internal Revenue Code or successor statutes, may engage in any "excess benefit transaction" as defined in that section. Directors, Officers, employees, managers, and their families, are for the purposes of these Bylaws considered disqualified persons, as are any entities in which at least 35 percent (35%) of the control or beneficial interest is held by such a person.

C. An "excess benefit transaction" is generally any transaction in which an economic benefit provided by the corporation to, or for the use of, any disqualified person exceeds the value of consideration received by the organization in exchange for the benefit.

ARTICLE 12: MEMBERS

SECTION 1. DETERMINATION OF MEMBERS



Because this corporation makes no provision for members, then, pursuant to the Nonprofit Corporation Act of the State of Oregon, any action which would otherwise under law or the provisions of the Articles of Incorporation or Bylaws of



this corporation, require approval by a majority of all members or approval by the members shall require only the approval of the Board of Directors.

ARTICLE 13: WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all persons commonly identified as 'organizing members' of the Dykes on Bikes® Portland, a Oregon nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by two-thirds vote consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty three pages, as the Bylaws of this corporation.

	Dated: <u>11-18</u> , 20 <u>13</u>
<u>Gabriela Kandziora</u>	Dated: <u>11-18</u> , 20 <u>13</u>
	Dated: <u>11/18</u> , 20 <u>13</u>

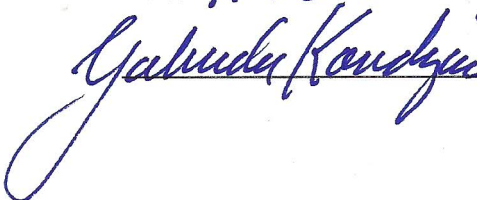
CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date: 11-18-13

 Secretary Melanie C. Davis

Date: 11-18-13

 President Gabriela Kandziora